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The structure of Italian companies : some remarks on one-tier board

1. *The traditional model of corporate governance of the s.p.a. in Italy*

The administrative structure of companies limited by shares ('s.p.a') in Italy is based on the traditional model (referred to as 'ordinary' by many legal writers) governed by the1942 Italian Civil Code, which was inherited from the 1882 Italian Commercial Code (with many amendments and improvements), itself based, in its turn, on the 1861 German Commercial Code and, even before that, on the 1807 Napoleonic *code de commerce*. The 1942 Report to the King ('*Relazione al Re*') raised no issues regarding the structure of the s.p.a., considering its 'organs' as organs of a living body, since the organic theory of the company, at least as regards terminology, had been accepted for centuries.

The traditional model set forth under the Italian Civil Code provides for a shareholders' meeting (Article 2363), which has various powers, including the power to approve the financial statements and to appoint or remove directors and auditors, a director or board of directors responsible for managing the company (Article 2380 *bis)*, the establishment of a chairman and possibly an executive committee and a managing director (Article 2381), and a board of statutory auditors (Article 2397) that supervises the lawfulness and efficiency of the company's acts and can report to the court serious irregularities in the management of the directors (Article 2409) and the statutory audit of the company's accounts performed by a registered statutory auditor or an auditing firm (Article 2409 *bis*).

Over the years, the legal framework has evolved in terms of both control mechanisms, especially in the case of listed companies, and of composition, with regard to groups of companies and companies with a sole shareholder. In particular, listed companies have adopted the Borsa Italiana Code of Conduct drawn up by Borsa Italiana s.p.a. (July 2018 edition) which recommends guidelines for the efficient and transparent supervision of the company and provides for a lead independent director, independent directors and internal committees for the purposes of transparency, efficiency and the company's compliance with the law and the resolutions of the competent supervisory authorities.

2. *The sources, the protected interests, the relationship between ownership and control*

Some general issues have been resolved and others have remained open.

First of all, the issue of the division of powers between the legislator and private parties to regulate the structure of the s.p.a. was resolved through a combination of external authoritative and internal traditional models of intervention. External interventions take the form of judicial review of the company's actions, the conduct of the directors and the adequacy of the company's organisation; such control is combined with the external control provided for listed companies carried out by the relevant Commission (Consob); for certain types of corporate activities, provision is made for control by the Italian Anti-Corruption Authority (ANAC). The

external private bodies that control the financial statements, namely, the auditing firms, and the internal bodies provided for by the Borsa Italiana Code of Conduct, an audit system, and variously named committees composed of directors (for risk control, corporate governance, sustainability, appointments, remuneration, etc.) are of a private nature.

Two very important issues, which can have an impact on the company's structure and therefore on the choice of management models, have remained open as a result of a long-running debate taking into account the evolution of the economic system, globalisation and the widespread adoption of legal models. The first concerns the nature of the company, whether it is an institution, as expounded by the institutional theory, or a 'bundle of contracts', as the negotiating theory claims. The Italian Civil Code has favoured the first interpretation, and this is confirmed by the long-established position taken by the Italian Supreme Court of Cassation (Supreme Court of Cassation No 2148 of 06/20/1958): in this respect, the interest pursued by the company is separate from and superior to that of the shareholders, and as such it is the subject of independent legal protection. The opposing theory is based on the *general interest* of the shareholders, which includes both majority and minority shareholders. Both theories in any event rule out that the company can be subservient to a group of shareholders, or that it can pursue an interest that is not that of the company. However, the institutionalist theory is, according to Italian legal academic writing, based on the fact that several provisions of the Italian Civil Code refer to the company as an entity that must also pursue the *general interest*, which does not mean the exclusive interest of the shareholders but rather an interest that from time to time is defined as *corporate* insofar as it pertains to the market, and includes the interests also of various categories of persons such as employees, suppliers, creditors, investors, consumers and savers (that is 'stakeholders'). However, this is only a formal review of legality because economic and corporate policy is not subject to external control but falls exclusively to the company, which is free to make those substantive choices it deems good for the company.

Hence, it may be concluded that the two theories in the evolution of corporate law coexist: the shareholders' meeting is responsible for protecting the common interest (contractual theory) and the directors are responsible for protecting the interest of the company together with that of the stakeholders (see in particular, among much extensive relevant literature, Galgano, *Trattato di diritto civile*, vol.III, Padua, 2009, pp. 453-454).

This conclusion reflects the provisions of Article 4 of the Italian Law authorising the Government to reform company law (Law No 366 of 3 October 2001) which provides, with regard to the s.p.a., that the legal framework ensures 'in any event a balance in the protection of the interests of shareholders, creditors, investors, savers and third parties'.

The intertwining of duties and interests in companies is very important not only from a legal point of view but also from the point of view of economic policy (on this subject, see Tombari, *'Potere' e 'interessi' nella grande impresa azionaria,* Milan, 2019; and see Galgano, Zanelli, Sbisà, *La società per azioni*, Bologna, 2006).

Linked to this general problem is another one, which was primarily discussed in the 1930s in the United States by Berle and Means (*The Modern Corporation and Private Property*, N.Y.1932), relating to the relationship between ownership and control of the company and the separation of ownership from control, which is typical of companies with a dispersed corporate ownership structure. In such cases, there is more than one theoretical model, but it would appear that two are prevalent: one which considers the groups constituted by the reference shareholders as the controllers of the company in which the only difference is that the shareholders do not interfere with the company's performance, not even through the shareholders' meeting, and another which considers the directors as the real holders of the power to manage the company. In the latter case, there is a complete separation, since the owners do not exercise the powers that are traditionally associated with owning an asset, in this case the company's shares. On the other hand, Italian economic history has experienced the growth of small and medium-sized enterprises and family-owned s.p.a. companies and, secondly, the State has entered the market in the capacity of an entrepreneur through the nationalisation of companies or through holding a majority share in privatised companies. Over the years, the number has gone up of foreign investors in large companies and also of funds which, in most cases, do not interfere in the life of the company and are silent in the shareholders' meeting; however, there is no end of funds which do show a constant level of involvement.

3. *The one-tier model. Origins*

The reform of company law introduced by Italian Legislative Decree No 6 of 17 January 2003 kept the traditional model, which constitutes the outline – a sort of 'typical standard' of the structure, management and control of the s.p.a. – but also took into consideration other models outside Italy, leaving the shareholders free to adopt them in their company statutes.

The reform dedicated a paragraph to the two-tier system and to the one-tier system, focusing more on the innovations brought to the traditional system (see AA.VV. *La riforma del diritto societario,* Milan, 2006, p. 222 ff.), and thus the most commonly used manuals have been maintained (see, for example, Galgano, *op.cit*., p 678). The reform highlighted the positive aspects of the alternative systems which simplify the organisational structure, aim to promote the flow of information and prevents unlawful acts by carrying out *ex ante* rather than *ex post* control. This model was already provided for by the fifth EU Directive on the structure of companies and had been the subject of various proposals of change (in this respect, see Schiuma, *Il sistema monistico: il consiglio di amministrazione ed il comitato per il controllo sulla gestione*, in *La governance nelle società di capitali. A dieci anni dalla riforma*, edited by Vietti, Marchetti and Santosuosso, Milan, 2013, p. 489, No 1; and previously R. Weigmann, *Sistemi alternativi di amministrazione e di controllo*, and *Le grandi opzioni della riforma del diritto e del processo societario* edited by G. Cian, Padua, 2004, p. 219 and Angelici, *La riforma delle società di capitali. Lezioni di diritto commerciale,* Padua, 2006, p. 156).

The fact is that the body of rules envisaged for the one-tier system, like the two-tier system, is foreign to our tradition (in this respect, see *Comparative Corporate Governance. The State of the Art and Emerging Research*, edited by Hopt et al, Oxford, 1998, passim; Andenas and Wooldridge, *European Comparative Company Law*, Cambridge, 2009, p. 287 ff.), although it was taken as one of the models to which the European Union referred when it drew up the Statute for a European Company (see *La riforma*, cited above, p. 224), is merely sketched out by Articles 2409 *sexiesdecies*, 2409 *noviesdecies*, with references to the traditional system and with ample scope given to private autonomy, i.e. to company statute and the Borsa Italiana Code of Conduct for listed companies drawn up by Borsa Italiana s.p.a.

This gives rise to a basic question which those who are to interpret and apply the rules must answer: if this model instead of the traditional model were to be adopted, should the rules set down in the Borsa Italiana Code of Conduct be followed or should any gaps be filled by the decisions taken by private bodies recommending solutions to be adopted through the company's statute and resolutions? The alternative is at once of a technical nature and a matter of legislative policy: if the combination of the rules laid down in the Italian Civil Code (whether express or by reference) and those laid down by private autonomous bodies – such as the Borsa Italiana Code of Conduct - were to be considered sufficient, then the preference should be towards greater flexibility and ease of change (i.e. by adjustment, correction or addition) of the system entrusted to private autonomy; if what is sought is certainty (and rigidity) in determining the rules, then legislative intervention is necessary to lay down boundaries that cannot be crossed by private autonomous bodies.

4. *The one-tier model. Regulation of the management control committee. Non-executive directors and independent directors.*

What the legislator must stress in the sparse framework of rules governing the one-tier model, is that the board of directors is solely responsible for the management of the s.p.a. Since a board of statutory auditors is not provided for, its functions are entrusted to an internal control committee established within the board of directors, but consisting of directors who do not have even *de facto* management responsibilities, cannot manage parent companies or subsidiaries, and cannot be members of the executive committee. Their number is determined by the board of directors and at least one member must be a statutory auditor. In listed s.p.a. companies, there cannot be fewer than three committee members (Articles 2409 *septiesdecies* and 2409 *octiesdecies*). The powers of the committee are briefly specified by Article 2409 *octiesdecies,* paragraph 5: the committee elects its chairman from among its members by an absolute majority of the votes cast, has oversight of the company's organisational structure, the internal control system and the administrative and accounting system as well as of its reporting operations, and carries out the other duties assigned to it by the board of directors with specific

reference to the relationship with the person responsible for carrying out the statutory audit of the accounts. The references to provisions governing the traditional model bring the committee even closer to the board of statutory auditors, in particular with respect to the right to report inappropriate conduct to the shareholders' meeting.

Above all, the committee members (in addition to meeting the requisites of integrity and professionalism, required also of directors of listed companies) must be *independent*. The Italian Civil Code does not make any mention of independence, but further details are laid down in the Borsa Italiana Code of Conduct.

It is important to distinguish between executive and non-executive directors and independent directors (Regoli, *Gli amministratori indipendenti*, ne *Il nuovo diritto societario,* Turin, 2006, p. 385; Montalenti, *Corporate Governance, consiglio di amministrazione, sistemi di controllo interno: spunti per una riflessione*, in *Riv.soc*. 2002, 805).

5. *The selection criteria for independent directors.*

The non-executive directors include the category of independent directors, which is the case that concerns us here. This distinction was codified by Article 2409 *octiesdecies* of the Italian Civil Code. There are other regulatory references to independent directors in the Italian Civil Code: Articles 2387, 2351, paragraph 5, 2346, paragraph 6, and 2349, paragraph 2. The members of the management control committee must be independent and non-executive.

In this regard, for the one-tier system the Italian Civil Code provides that at least one third of the members of the board of directors must meet certain independence criteria (Article 2409 *septiesdecies,* paragraph 2) and requires that only in certain conditions may members of the management control committee be drawn from this category (Article 2409 *octiesdecies*, paragraph 2). The rules governing the protection of savings and financial markets, which take into account certain aspects of these issues (see the Italian Consolidated Law on Finance (*TUF*); and Italian Law No 262 of 2005), also provide that in the one-tier system the directorships held by the candidates in other companies (Article 2409 *septiesdecies,* paragraph 3) must be notified to the shareholders' meeting at the time of their appointment.

Recommendation 2005/162/EC promoting the role of independent directors and the introduction of appropriate codes of conduct follows the trend of adopting as a model the guidelines of US company law in which non-executive and independent directors play a supervisory role (see Hansmann and Kraakman, *What is Corporate Law?*, in *The Anatomy of Corporate Law,* New York, 2004, p. 12 ff.). They must therefore supervise the individual acts approved by the boards of directors, the acts of the chief executive officer and the business and financial plan and the companies' financial reporting policies. Such supervision should be both as to legality and substance, not only in order to pursue the aim of correctly managing the company, but also to take into account the different interests of the majority and minority shareholders.

In the Borsa Italiana Code of Conduct, which consists of a series of instructions to the private autonomous bodies, the requirements of independence are set out by reference to family and work relationships.

It is generally accepted that both the concept of independence and the concept of being barred from having managerial powers must be based on the corporate model used as a reference (Cera, *'Indipendenti', interlocking ed interessi fra modelli societari e realtà, ne Il diritto delle società oggi.Innovazioni e persistenze,* Turin, 2011, p. 620).

It is therefore appropriate to highlight the relationship between the position of the directors (independent and without managerial powers) and the role of the auditors in the companies based on the traditional system.

In assigning a leading role to the non-executive members of the corporate bodies with management functions, the Provisions Concerning the Organisation and Corporate Governance of Banks followed the scheme for the one-tier system set out in Article 2409 *octiesdecies* of the Italian Civil Code, specifying, in line with that provision, that "non-executive directors" are directors who are not members of the executive committee, are not recipients of proxies and do not perform, even on a mere *de facto* basis, functions related to the management of the company'.

Furthermore, Articles 152 and 153, paragraph 1, of the Italian Consolidated Law on Finance (T.U.F.) provide that in the three types of administration and control systems, supervisory bodies have the obligation to report serious irregularities to the court and to report to the shareholders' meeting on the supervisory activity performed and what was detected. Moreover, Article 151-*ter* thereof on the powers of the management control committee and its members in the one-tier system confers on the latter powers corresponding- in a sense - to those of the statutory auditors regarding requests for information and the calling of meetings of the board of directors or the executive committee. It also grants the management committee the power to avail itself of the collaboration of company employees for the performance of its duties and establishes that the management control committee, or a member thereof with a specific mandate, may 'at any time carry out inspections and controls and exchange information with the corresponding bodies of subsidiaries concerning management and control systems and the general performance of the business'.

A Consob Research Paper (No 7 of 2015) then concluded that the one-tier system is the most reliable in terms of controls. This view is shared 'by the EBA *guidelines on internal governance* that came into force on 1 July 2018, which were established primarily on the basis of the one-tier model, focusing on the monitoring of the board, particularly in terms of risk management and, in this context, enhancing the role of the board committees and independent directors . Moreover, Directive 2013/36/EU on the capital requirements of banks ('the Capital Requirements Directive IV' or 'CRD IV') and the most recent *Guide to fit and proper assessments* published by the European Central Bank in May 2018, while also taking into account the two-tier system variant, take as an immediate point of reference the one-tier model of management and control' (Abriani, *Il sistema monistico*, in Tratt. Cottino, IV, Padua, 2010, 873 ff.).

Non-executive directors must have professional experience and may not have any powers, but they may still not meet the independence requirement. On the other hand, non-executive directors who meet the independence requirements are required to supervise the pursuit of the objects of the company by the other directors.

It is therefore clear that the *independent non-executive director*, who must monitor not only the activities of the executive directors but also the conduct of the managers to prevent the company from being managed in such a way as to pursue interests other than those of the company, has a particularly important fiduciary role. The necessary guarantee of fairness and trust for the members of the management control committee in the one-tier system implies that they do not carry out management activities even on a *de facto* basis and that they meet the independence criteria. To these duties are then added the duties pertaining to membership of internal committees, the transparency of acts, and the further duties of the committee to which they belong (Regoli, *op.cit*., p. 406).

With regard to independence, in the absence of a legal definition provided by the legislator, Article 13 of the EU Recommendation of 15 February 2005 provides among the criteria for assessment of the independence that the director should be free of any business, family or other relationship, with the company, its controlling shareholder or the management of either, that creates a conflict of interest such as to impair his judgement. A more detailed analysis of this criterion can be found in the Borsa Italiana Code of Conduct for listed companies, according to which: i 'The candidates for corporate offices are chosen from among individuals with the requirement of professionalism, integrity and independence'; ii 'They are chosen from among national or international experts in legal, economic, business or technical fields. In the latter case the competence of the candidates must be relevant to the activity of the companies for which they are proposed'. iii 'They must enjoy a high and undisputed reputation'. iv 'They are independent, in the sense that they do not maintain or have recently maintained, even indirectly, relations with the company for which they are proposed as candidates for a corporate office, or with the persons who propose them, or with persons linked to such companies or proposers, such as to affect their independence of judgement'. v 'The assessment of the existence of the independence requirements is carried out on the basis of the criteria contained in the most recent version of the Borsa Italiana Code of Conduct for listed companies.'

In other words, special diligence is required of non-executive and independent directors, who must act in an informed manner, must check whether there is any interference from outside the company or any opportunistic behaviour by executive directors and shareholders and scrupulously comply with their duty of loyalty (Montalenti, *Impresa, società di capitali, mercati finanziari*, Turin, 2011, p. 143; Tombari, *Amministratori indipendenti, 'sistema dei controllo' e corporate governance: quale futuro*?, in *Quaderni Cesifin*, 2015, p. 35). Obviously, these criteria imply the responsibility of directors, but this issue is outside the scope of the matter discussed here.

In listed companies, the committee must supervise the implementation of the rules set forth in the codes of conduct drawn up by the companies and associations

involved in the management of the markets and the appropriateness of the instructions which the issuer gives to its subsidiaries. Stated briefly, the powers granted to the management control committee are for reporting, organisation and control purposes.

Unlike the traditional model, therefore, the directors of the one-tier system are entitled to access the company officers in order to collect information. They have a direct relationship with the external auditor (Article 2409 *octiesdecies,* paragraph 5, letter c) of the Italian Civil Code) which they must also supervise (see Ghezzi and Rigotti, *Commento all'art. 2409 octiesdecies*, in *Commentario* Marchetti, 2005, p. 305 ff.). This thus justifies a greater responsibility, which derives not only from the functions delegated to them but also from the functions that they must fulfil by law (thus Schiuma, *op.cit*., p. 501).

6. Special aspects of the one-tier system

Essentially, the characteristics of the one-tier system are twofold: the greater powers corresponding to the functions exercised in the board of directors with respect to those assigned to the members of the board of directors as established by the traditional model and the acquisition - generally - of the functions of the board of statutory auditors, aspects that are closely connected with each other.

Since the rules are sparse, and no reference is made to Articles 2403 and 2403 *bis* of the Italian Civil Code on compliance with the law, the by-laws and the principles of correct administration, some legal writers have considered that there is a gap in the law, and that the powers of the members of the management control committee are therefore limited; but this view is unfounded: each director as such must ensure that the resolutions taken comply with the law and the by-laws and are in accordance with the principles of correct administration.

The powers of the committee and the powers of the board of statutory auditors substantially correspond with each other, but some legal scholars have expanded the powers of the committee (including with respect to individual members) in relation to obtaining information, including with regard to the power/duty to obtain such information from the delegated bodies. Prevailing legal doctrine claims that the committee's supervisory duties also cover the merits of the management, and, therefore, this body would have much broader powers than the board of statutory auditors (Schiuma, *op.cit*, 504); however, it is entitled to report the facts concerning the bad management of the company to the shareholders' meeting pursuant to Article 2408 of the Italian Civil Code. It is debatable whether it also has the power to challenge board of directors' resolutions since the members of the control committee are members of the board of directors and participate in the decision-making process.

For listed companies, the rules must be supplemented by Articles 148-154 of the Italian Consolidated Law on Finance and by the provisions of Consob resolutions. These are regulations governing the board of statutory auditors and provisions specifically intended for the management control committee concerning issues pertaining to the chairman of the committee, the limit on the number of offices held,

specific powers (Article 151 *bis*), including inspections and relations with other corporate bodies to obtain information, the power to convene meetings of the board of directors and of the executive committee, and to report to the court in the event of serious irregularities in the management (Articles 151 and 152).

7. The one-tier system in banks.

Special rules apply to the one-tier system of banks. In this regard, it has been observed (Abriani, *Banche e sistema monistico: l'ultimo sarà il primo?,* in DB, Rassegna, 2019) that in order to fully understand how the one-tier system functions – as appropriate when answering the question concerning Banca Intesa, which was precisely informed on this system - the *Supervisory Provisions concerning organisation and corporate governance of banks,* issued by the Bank of Italy under the governorship of dr. Mario Draghi, subsequently rationalised and merged into Circular No 285 of 17 December 2013, underline that 'the traditional formal-structural vision centred on the various bodies of the various models of governance leaves the field to a functional approach that leads the Supervisory Authority to enhance the special features of each system and to emphasise how also the one-tier model (…) can constitute a system of administration and control suitable to 'respond to the needs of banks that operate to a significant extent on international markets in which these models are best known or are part of groups in which such organisational forms are prevalent'.

In this doubly-characterised system (one-tier and banking), the management control committee supervises 'compliance with the law, regulations and by-laws, the correct administration, the appropriateness of the organisational and accounting structures of the bank' and has the power to 'carry out inspections or controls at any time'; on the other hand, the relevant *Provisions of the Bank of Italy* provide that in the one-tier model, as in the two-tier model, banks must 'adopt appropriate statutory, regulatory and organisational precautions aimed at preventing the possible detrimental effects on the effectiveness and efficiency of controls deriving from the simultaneous presence in the same body of administrative and control functions', thus giving 'stability to the duties of the members of the control body ... such as to maintain continuity with regard to control'.

To monitor the effectiveness and independence of the control body, the *Provisions* establish that 'the by-laws of the banks adopting the one-tier model' must also 'assign to the shareholders' meeting the duty of appointing and removing the members of the management control committee pursuant to the provisions of Article 2409-*octiesdecies* of the Italian Civil Code', in addition to the supplementary power conferred in this regard by the ordinary law to the Board of Directors and also prescribing that revocation must 'in any event be duly justified'.

8. The spread of the one-tier system in Italy.

According to the research, as shown by the studies of Assonime (2/2019), the one-tier system is not widespread in Italy: it was adopted by the most important banks, Intesa, UBI Banca and a large insurance company, Cattolica, as well as by unlisted companies. This is despite that fact that in a very detailed framework Consob has indicated the many advantages in terms of efficiency, agility and cost savings of this system (Alvaro, D'Eramo , Gasparri, *Modelli di amministrazione e controllo delle società quotate,* Rome, 2015). Another advantage of the one-tier system is the fact that European Union Law is essentially informed by the regulation of companies governed by this model. The EBA (*Guidelines on Internal Governance*, GL/2017/21/3/2018) also considers the one-tier system as the model of choice.

Uniformity could simplify relations with foreign companies, which have almost all adopted it. It is difficult to ascertain whether foreign investors identify the adoption of the one-tier system as one of the criteria for carrying out their economic transactions: in this respect, Italy would not be favoured, because it would be quite different to the American model and the UK model, which is quite similar to the former; the French and Spanish systems are a little different, but they are in the same vein. In Germany, on the other hand, the two-tier system is widely adopted.

With regard to alternative control systems, Borsa Italiana's Code of Conduct specifies that 'The two-tier and one-tier management and control systems, alternative to the traditional one based on a Board of Directors and Board of statutory auditors, have been recently introduced and have had till now a very limited utilization by the issuers. Therefore, it is not possible to identify, with specific reference to the Italian system and experiences, a consistent significant applicative practice on which a best practice code must be based in order to indicate specific principles and criteria. Moreover, it must be kept in mind that the alternative systems provide for significant margins of freedom, which allow the statutory autonomy to adjust their characteristics to the specific corporate governance needs of the issuer, with the consequence that the same model applied in different ways may show, in practice, mixed features, which may cause the provision of general abstract rules to become ineffective.'

The Corporate Governance Committee, which drafted and updated the Borsa Italiana Code of Conduct, further specifies, with regard to the one-tier system in particular, that 'the functions of the control and risk committee may be performed by the Management Control Committee. The solution indicated satisfies the need to avoid the joint presence, within the Board of Directors, of two committees with duties that are, even though not identical, obviously similar, a solution that is considered poorly functional and a possible source of inefficiency. Moreover, for the purpose of avoiding that such solution may negatively affect the effectiveness of the control functions, the hope is expressed that the choice to adopt the one-tier model, and to accumulate the functions of the control body provided by the legislator and the committee provided by this Code, are always supported by adequate reasons on the part of the issuer. In addition, it is worthwhile that appropriate measures are implemented (starting from the very same qualitative and quantitative composition of

the committee) for ensuring that the controlling body may perform its functions effectively and independently.'

In conclusion, opting for this model implies, in Italy, a cultural choice of jurists and business economists, and a regulatory framework option: that is, it must be understood whether the body of rules currently provided by the Italian Civil Code, which can be supplemented by the provisions of the Borsa Italiana Code of Conduct, is sufficient or whether it is preferable to modify the current regulatory framework and introduce a new set of rules included into the Italian Civil Code , as was the case for the models accepted in the French and Spanish legal systems.

All these items have been discussed in a seminar organized by Fondazione Leonardo and the Law School of the University of Rome La Sapienza, evidencing the positive aspects of the one tier model from an economic and legal point of view.

At this very moment we don't know if the Parliament will take in account these suggestions and what will be the result of the debate going on during these years.